Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending ,

Name of foundation Fifth Avenue Foundation	A Employer identification number 75-1659424
Number and street (or P O box number if mail is not delivered to street address): 600 W. 6th Street — Room/suite: 300	B Telephone number (see instructions) (817) 877-2800
City or town, state or province, country, and ZIP or foreign postal code Fort Worth TX 76102	C If exemption application is pending, check here ► ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ► ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 1,144,252. — J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ► ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,819.	4,819.	4,819.	
	4	Dividends and interest from securities	12,232.	12,232.	12,232.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,898.	L-6a Stmt		
	b	Gross sales price for all assets on line 6a 202,215.				
	7	Capital gain net income (from Part IV, line 2)		8,898.		
	8	Net short-term capital gain			8,898.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) Oil Royalties	130.	130.	130.	
	12	**Total.** Add lines 1 through 11	26,079.	26,079.	26,079.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) L-16b Stmt	2,450.	2,450.	2,450.	
	c	Other professional fees (attach sch) L-16c Stmt	8,478.	8,478.	8,478.	
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	278.	278.	278.	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	86.	86.	86.	
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	74.	74.	74.	
	24	**Total operating and administrative expenses** Add lines 13 through 23	11,366.	11,366.	11,366.	
	25	Contributions, gifts, grants paid	55,850.			55,850.
	26	**Total expenses and disbursements** Add lines 24 and 25	67,216.	11,366.	11,366.	55,850.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-41,137.			
	b	**Net investment income** (if negative, enter -0-)		14,713.		
	c	**Adjusted net income** (if negative, enter -0-)			14,713.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	1,181.	38,247.	38,247.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	400.	400.	400.
	10a	Investments – U S and state government obligations (attach schedule) L-10a Stmt	49,789.	49,790.	58,508.
	b	Investments – corporate stock (attach schedule) L-10b Stmt	738,830.	715,516.	846,442.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	256,495.	201,605.	200,655.
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,046,695.	1,005,558.	1,144,252.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,046,695.	1,005,558.	
	30	Total net assets or fund balances (see instructions)	1,046,695.	1,005,558.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,046,695.	1,005,558.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,046,695.
2	Enter amount from Part I, line 27a	2	-41,137.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,005,558.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,005,558.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Sheet - Short Term	P	Various	Various
b	See Attached Sheet - Long Term	P	Various	Various
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	20,415.		19,966.	449.
b	181,800.		173,351.	8,449.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0.	0.	0.	449.
b	0.	0.	0.	8,449.
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	8,898.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	8,898.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	58,609.	1,153,983.	0.050788
2014	60,028.	1,194,255.	0.050264
2013	56,500.	1,136,622.	0.049709
2012	52,819.	1,059,552.	0.049850
2011	52,250.	1,060,163.	0.049285

2	**Total** of line 1, column (d)	2	0.249896
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049979
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,103,115.
5	Multiply line 4 by line 3	5	55,133.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	147.
7	Add lines 5 and 6	7	55,280.
8	Enter qualifying distributions from Part XII, line 4	8	55,850.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1			
	Date of ruling or determination letter _______ (attach copy of letter if necessary – see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	147.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	147.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	147.
6	Credits/Payments			
a	2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a 400.		
b	Exempt foreign organizations – tax withheld at source	6 b		
c	Tax paid with application for extension of time to file (Form 8868)	6 c 0.		
d	Backup withholding erroneously withheld	6 d		
7	Total credits and payments Add lines 6a through 6d		7	400.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	253.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ► 253.	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ (2) On foundation managers ► $			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► TEXAS			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8 b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► Harry Bartel Telephone no ► (817) 877-2800			
	Located at ► 600 W 6th Street Fort Worth TX ZIP + 4 ► 76102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2016 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4 b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

				Yes	No
5a During the year did the foundation pay or incur any amount to					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes	☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No			
b If any answer is 'Yes' to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b		
Organizations relying on a current notice regarding disaster assistance check here ► ☐					
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No			
If 'Yes,' attach the statement required by Regulations section 53 4945–5(d)					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b		X
If 'Yes' to 6b, file Form 8870					
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?			7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Harry E. Bartel 600 W 6th Street Fort Worth TX 76102	Pres/Treas 1.00	0.	0.	0.
Michael G. Appleman 600 W 6th Street Fort Worth TX 76102	Sec/Asst Treas 2.00	0.	0.	0.
Dale Harper 600 W 6th Street Fort Worth TX 76102	VP/Asst Sec 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over $50,000 ► None

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	810,998.
b	Average of monthly cash balances	1b	47,917.
c	Fair market value of all other assets (see instructions)	1c	260,999.
d	**Total** (add lines 1a, b, and c)	1d	1,119,914.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,119,914.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,799.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,103,115.
6	**Minimum investment return.** Enter 5% of line 5	6	55,156.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	55,156.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	147.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	147.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	55,009.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	55,009.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	55,009.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	55,850.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	55,850.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	147.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	55,703.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					55,009.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				72.	
b Total for prior years 20 __, 20 __, 20 __					
3 Excess distributions carryover, if any, to 2016					
a From 2011	0.				
b From 2012	0.				
c From 2013	0.				
d From 2014	0.				
e From 2015	28,711.				
f **Total** of lines 3a through e		28,711.			
4 Qualifying distributions for 2016 from Part XII, line 4 ► $ 55,850.					
a Applied to 2015, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2016 distributable amount					
e Remaining amount distributed out of corpus		55,850.			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		84,561.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				72.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					55,009.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		84,561.			
10 Analysis of line 9.					
a Excess from 2012	0.				
b Excess from 2013	0.				
c Excess from 2014	0.				
d Excess from 2015	28,711.				
e Excess from 2016	55,850.				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ► ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Harry Bartel
600 W 6th Street
Fort Worth TX 76102 (817) 877-2800

b The form in which applications should be submitted and information and materials they should include

Letter with information specifying need and proof of status as recognized charitable organization.

c Any submission deadlines

None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Grants limited to arts organizations and programs operating primarily in the Dallas/Fort Worth area.

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
Amphibian Productions 2429 Colonial Parkway Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	2,750.
Casa Manana 3101 W Lancaster Ave Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	3,000.
Kimbell Art Museum 3333 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,000.
Chamber Music Society of FW 2501 Parkview Drive, Suite 620 Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	2,000.
Jubilee Players Inc 506 Main Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	2,750.
Mayfest 3228 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	1,100.
Modern Art Museum 3200 Darnell Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	2,500.
Fort Worth Symphony Orchestra 330 E. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	6,500.
Fort Worth Opera 1300 Gendy Street Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	6,500.
See Line 3a statement				27,750.
Total ► **3a**				55,850.
***b** Approved for future payment*				
Total ► **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,819.	
4 Dividends and interest from securities			14	12,232.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					8,898.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				17,051.	8,898.
13 Total. Add line 12, columns (b), (d), and (e) 13					25,949.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Harry E. Bartel | 11/14/17 | Officer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
T. Field Lange, CPA	T. Field Lange, CPA	11/14/17		P00174565

Firm's name ► Lange & Associates, P.C. — Firm's EIN ► 75-2858189

Firm's address ► 6300 Ridglea Place, Suite 500, Fort Worth TX 76116 — Phone no (817) 335-3800

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2016

Name	Employer Identification Number
.Fifth Avenue Foundation	75-1659424

Asset Information:

Description of Property . . . . Short Term Capital Transactions
Date Acquired . Various How Acquired . . . Purchased
Date Sold . . . Various Name of Buyer . . .
Sales Price . . 20,415. Cost or other basis (do not reduce by depreciation) . . . 19,966.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . 449. Accumulation Depreciation . . .

Description of Property . . . . Long Term Capital Transactions
Date Acquired . Various How Acquired . . . Purchased
Date Sold . . . Various Name of Buyer . . .
Sales Price . . 181,800. Cost or other basis (do not reduce by depreciation) . . . 173,351.
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . 8,449. Accumulation Depreciation . . .

Description of Property . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Description of Property. . . . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Description of Property . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Description of Property . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer. . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Description of Property . . . . . .
Date Acquired . How Acquired . . .
Date Sold . . . Name of Buyer . . .
Sales Price . . Cost or other basis (do not reduce by depreciation) . . .
Sales Expense . . Valuation Method . . . .
Total Gain (Loss) . . Accumulation Depreciation . . .

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
County Tax	37.	37.	37.	
Federal Income Tax	241.	241.	241.	
Total	278.	278.	278.	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Supplies	54.	54.	54.	
Trading Fees	20.	20.	20.	
Total	74.	74.	74.	

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox / Amount
a *Paid during the year*				
Circle Theatre 230 W. 4th Street Fort Worth TX 76102		501(c)3	To Support Charitable Purpose	Person or Business X 2,500.
Van Cliburn Foundation 2525 Ridgmar Blvd, Ste 307 Fort Worth TX 76116		501(c)3	To Support Charitable Purpose	Person or Business X 5,000.
Ballet Concerto 3803 Camp Bowie Blvd Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 1,500.
Stage West, Inc. 821 W. Vickery Fort Worth TX 76104		501(c)3	To Support Charitable Purpose	Person or Business X 2,750.
DVA Productions, Inc. PO Box 15963 Fort Worth TX 76119		501(c)3	To Support Charitable Purpose	Person or Business X 1,000.
Lena Pope Home, Inc. 3131 Sanguinet St Fort Worth TX 76107		501(c)3	To Support Charitable Purpose	Person or Business X 2,000.
Imagination Fort Worth 8008 Camp Bowie West, Ste 111 Fort Worth TX 76116		501(c)3	To Support Charitable Purpose	Person or Business X 1,500.
Trinity Valley School 7500 Dutch Branch Rd Fort Worth TX 76132		501(c)3	To Support Charitable Purpose	Person or Business X 3,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Youth Orchestra of Greater Fort Worth 4401 Trail Lake Dr Fort Worth TX 76109		501(c)3	To Support Charitable Purpose	Person or [ ] Business [X] 2,000.
Mimir Chamber Music Festival P.O. Box 470839 Fort Worth TX 76147		501 (c) 3	To Support Charitable Purpose	Person or [ ] Business [X] 2,000.
Piano Texas International TCU Box 297456 Fort Worth TX 76129		501 (c) 3	To Suppost Charitable Purpose	Person or [ ] Business [X] 1,500.
Texas Ballet Theatre 1540 Mall Cir Fort Worth TX 76116		501 (c) 3	To Support Charitable Purpose	Person or [ ] Business [X] 3,000.
Total				27,750.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Lange & Associates, PC	Tax	2,450.	2,450.	2,450.	
Total		2,450.	2,450.	2,450.	

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Luther King Capital	Brokerage Fees	8,478.	8,478.	8,478.	
Total		8,478.	8,478.	8,478.	

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	State and Local Obligations FMV	End of Year US Government Obligations Book Value	US Government Obligations FMV
See Attached Statement			49,790.	58,508.
Total			49,790.	58,508.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attached Statement	715,516.	846,442.
Total	715,516.	846,442.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
See Attached Statement	201,605.	200,655.
Total	201,605.	200,655.

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10a and 10c

Corporate Bonds	Balance 12/31/15	Purchases	Sale/ Redemption	Inc/(Loss)	Accrued Interest	Trade Fees Paid Upon Purchase	Balance 12/31/16	FMV 12/31/16
Abbvie Inc 2% Due 11/06/18	24,991.72	-	-	-	-	-	24,991.72	25,038 15
Amgen Inc. 2.3% Due 6/15/16	36,674.39		35,000.00	1,584.95	89.44	-	(0.00)	-
BB&T Corporation 2.15% Due 3/22/17	25,825.87	-	-	-	-	-	25,825.87	25,033.55
Comerica Inc 2.125% Due 5/23/19	24,869.39	-	-	-	-	-	24,869.39	24,972.68
Costco Wholesale 1.125% Due 12/15/17	24,888.13	-	-	-	-	-	24,888.13	24,974.28
Express Scripts 3.125% Due 5/15/16	41,897.76		40,133.52	1,621.88	142.36	-	0.00	-
General Electric 2.1% Due 12/11/19		25,172.46			-	10.00	25,162.46	25,283.48
Gilead Sciences 2.35% Due 2/1/20	25,557.27	-	-	-	-	-	25,557.27	25,085.30
Kinder Morgan En 2.65% Due 2/1/19	25,106.46	-	-	-	-	-	25,106.46	25,144.90
Walt Disney Co 2.3% Due 2/12/21		25,213.22			-	10.00	25,203.22	25,122.55
Wells Fargo Bank 2.625% Due 12/15/16	26,683.82	-	25,000.00	1,419.50	264.32	-	(0.00)	-
Total Corporate Bonds	256,494.81	50,385.68	100,133.52	4,626.33	496.12	20.00	201,604.52	200,654.89
U.S. Treasury Bonds								
US Treasury Bill Due 07/15/20	49,789.60	-	-	-	-	-	49,789.60	58,507.69
	-	-	-	-	-	-	-	-
Total U.S. Treasury Bonds	49,789.60	-	-	-	-	-	49,789.60	58,507.69
Total Bonds	306,284.41	50,385.68	100,133.52	4,626.33	496.12	20.00	251,394.12	259,162.58

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Equities

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2015	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2016	# Shares 12/31/2016	FMV 12/31/2016	Sale Proceeds	
Abbott Laboratories	11/12/1999	175	2,858 91					2,858 91	175	6,721 75		
ACI Worldwide Inc	12/26/2013	600	12,868 75					12,868 75	600	10,890 00		
AdvanSix Inc	5/2/2013				39.03	10/25/2016	39 03	-	-	-	66 20	Spin-Off from Honeywell International
AdvanSix Inc	12/20/2013				21 38	10/25/2016	21.38	-	-	-	28 57	Spin-Off & cash in lieu of fractional shares
Akamai Technologies	12/26/2013	270	12,876.07	(35)		12/21/2016	1,669 12	11,206 95	235	15,669 80	2,368 45	
Akorn Incorporated	11/17/2014	410	14,470.79					14,470.79	410	8,950.30		
Akorn Incorporated	12/6/2016			265	5,058 35			5,058 35	265	5,784 95		
Allstate Corp	1/30/2015	200	14,113.81					14,113 81	200	14,824 00		
Alphabet Inc Class A (Google)	12/20/2013	10	5,503 67					5,503 67	10	7,924 50		
Alphabet Inc Class A (Google)	2/24/2015	5	2,703 30					2,703 30	5	3,962 25		
Alphabet Inc Class C (Google)	4/2/2014	10	5,471 06	(5)		12/21/2016	2,735.53	2,735 53	5	3,859 10	3,955 37	
Amazon Com Inc	12/20/2013	20	8,076 17					8,076 17	20	14,997 40		
American Express Company	12/20/2013	145	12,716 32					12,716.32	145	10,741 60		
American Express Company	10/25/2016			55	3,697 17			3,697.17	55	4,074 40		
Apple Inc	12/20/2013	135	10,605 75					10,605 75	135	15,635 70		
Bank of America Corp	7/19/2016			950	13,534 00			13,534 00	950	20,995 00		
Cabot Oil & Gas	12/20/2013	330	12,656 86					12,656 86	330	7,708 80		
Celgene Corp	12/20/2013	130	10,906 96					10,906.96	130	15,047 50		
Cinemark Holdings Inc	12/20/2013	395	12,790 76					12,790.76	395	15,152 20		
Citrix Systems	6/20/2014	210	13,598 85	(30)		12/21/2016	1,942 69	11,656 16	180	16,075 80	2,753 59	
Coca Cola Company	7/1/2009	320	7,887 84					7,887 84	320	13,267 20		
Colgate-Palmolive Co	12/20/2013	195	12,634 62					12,634.62	195	12,760 80		
Comerica Incorporated	12/20/2013	270	12,635 91					12,635 91	270	18,389 70		
Conocophillips	5/2/2013	100	6,092.85	(100)		12/21/2016	6,092 85	-	-	-	5,168.23	
Conocophillips	12/20/2013	85	5,952 75	(85)		12/21/2016	5,952 75	-	-	-	4,393 00	
CVS Health	1/30/2015	75	7,488 70					7,488 70	75	5,918 25		
CVS Health	2/24/2015	65	6,726 64					6,726.64	65	5,129 15		
Danaher Corp	12/20/2013	165	12,660 66		(3,004 65)			9,656 01	165	12,843 60		Spin-Off with Fortive
Ebay Inc	3/11/2014	210	4,878 79	(210)		2/1/2016	4,878 79	-	-	-	4,991.42	
Ecolab Inc	6/24/2016			50	5,875 24			5,875 24	50	5,861 00		
EMC Corp Mass	12/20/2013	505	12,440 11	(505)		6/7/2016	12,440 11	-	-	-	14,154 51	
EOG Resources Inc	12/20/2013	150	12,611 05					12,611 05	150	15,165 00		
Estee Lauder Co Inc	9/30/2015	165	13,300 64					13,300 64	165	12,620 85		
Exxon Mobil Corporation	2/4/2005	130	7,572 17	-				7,572 17	130	11,733 80		
FMC Corp New	12/20/2013	175	12,781 68					12,781 68	175	9,898 00		
Fortive Corporation	12/20/2013			82 0	3,004 65	7/5/2016	18 21	2,986 44	82	4,397 66	23 81	Spin-Off & Cash-In-Lieu
Home Depot Inc	12/1/2010	110	3,482 20					3,482 20	110	14,748 80		
Honeywell International	5/2/2013	100	7,372 65		(39 03)			7,333 62	100	11,585 00		Spin Off AdvanSix Inc
Honeywell International	12/20/2013	45	4,039 47		(21 38)			4,018 09	45	5,213 25		Spin Off AdvanSix Inc
Jarden Corp	12/20/2013	322	12,819 81	(322)	(12,269 72)	4/18/2016	550.09	-	-	-	6,762 00	Mandatory Merger with Newell Brands Inc
Johnson & Johnson	7/2/2012	40	2,721 50					2,721 50	40	4,608 40		
Johnson & Johnson	4/7/2008	100	6,593 95					6,593 95	100	11,521 00		
JP Morgan Chase & Co	10/28/1999	156	3,610 96	-				3,610 96	156	13,461 24		
JP Morgan Chase & Co	7/1/2009	64	2,169 54	-				2,169.54	64	5,522 56		

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2015	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2016	# Shares 12/31/2016	FMV 12/31/2016	Sale Proceeds	
Equities												
Kimberly Clark Corp	12/20/2013	120	12,112 32					12,112 32	120	13,694 40		
Kirby Corporation	12/20/2013	135	13,106 38					13,106 38	135	8,977 50		
LDR Holding Corp	9/30/2015	330	12,451 22	(330)		7/14/2016	12,451 22	-	-	-	12,200 05	Cash Tender Offer
Medtronic PLC	1/30/2015	195	13,960.37				105 74	13,854 63	195	13,889 85		Return of Capital
Memorial Resource	9/30/2015	315	5,494 30	(315)	(5,494 30)	9/19/2016		-	-	-		Range Resources Mandatory Merger
Merck & Co Inc New	1/22/2014	245	12,856 51	(245)		2/17/2016	12,856 51	-	-	-	12,150 21	
Microsoft Corp	2/1/2016			210	11,554.10			11,554 10	210	13,049 40		
Mondelez Intl Inc Cl A	12/20/2013	195	6,792 47				103 35	6,689.12	195	8,644 35		Return of Capital
Monsanto Co New Del	12/20/2013	110	12,569 69					12,569 69	110	11,573 10		
Moodys Corp	12/18/2014	150	13,959 97					13,959 97	150	14,140 50		
National Instruments	12/20/2013	415	12,857 23					12,857 23	415	12,790 30		
Newell Brands Inc	12/20/2013			277	12,269 72	4/19/2016	24 93	12,244 79	277	12,368 05	25 08	Jarden Mandatory Stock Merger & Cash-In-Lieu
PayPal Holdings Inco	8/18/2015	375	13,848 10					13,848 10	375	14,801 25		
Penske Automotive Group	12/20/2013	275	12,759 60	(275)		7/12/2016	12,759 60	-	-	-	9,131 10	
Pepsico Incorporated	12/20/2013	155	12,695 39					12,695 39	155	16,217 65		
Perkinelmer Inc	10/21/2014	270	10,685 78					10,685 78	270	14,080 50		
Pioneer Natural Res	7/7/2016			90	13,607 80			13,607 80	90	16,206 30		
Precision Cast Parts	2/24/2015	35	7,508 89	(35)		1/27/2016	7,508 89	-	-	-	8,210 69	
Prudential Financial Inc	12/20/2013	140	12,792 03					12,792 03	140	14,568 40		
Range Resources Corp	12/20/2013	155	12,755 08	118	5,494 30	9/20/2016	5 81	18,243 57	273	9,380 28	4.63	Memorial Resource Merger & Cash-In-Lieu
Rockwell Automation Inc	12/20/2013	110	12,839 46					12,839 46	110	14,784 00		
Rockwell Collins Inc	1/9/2015	170	14,577 66					14,577 66	170	15,769 20		
Roper Industries Inc	12/20/2013	95	12,863 85					12,863 85	95	17,392 60		
SBA Communications CP	12/20/2013	130	11,253 80					11,253 80	130	13,423 80		
Sabre Corporation	12/17/2014	675	12,873 91					12,873.91	675	16,841 25		
Suntrust Banks Inc	12/20/2013	350	12,775 80					12,775 80	350	19,197 50		
Thermo Fisher Scientific	12/20/2013	115	12,497 82					12,497 82	115	16,226 50		
Tiffany & Co New	12/20/2013	140	12,707 09					12,707 09	140	10,840 20		
Time Warner Inc new	12/20/2013	175	11,518 03					11,518 03	175	16,892 75		
Tractor Supply Company	12/20/2013	150	11,287 54					11,287 54	150	11,371 50		
Trimble Navigation Ltd	12/20/2013	390	13,038 85	(105)		12/21/2016	3,510 46	9,528 39	285	8,592 75	3,210 48	
Trimble Navigation Ltd	2/24/2015	160	4,202 39					4,202 39	160	4,824 00		
Trimble Navigation Ltd	10/28/2015	200	3,776 97					3,776.97	200	6,030 00		
US Bancorp Del New	12/20/2013	315	12,665 30					12,665 30	315	16,181 55		
Union Pacific	1/8/2015	125	14,111 14					14,111 14	125	12,960 00		
VF Corp	4/29/2004	200	3,098 70	(200)		7/7/2016	3,098 70	-	-	-	12,484 14	
VISA Inc	8/25/2015	100	7,058 01					7,058 01	100	7,802 00		
VISA Inc	12/17/2015	75	5,936 67					5,936.67	75	5,851 50		
Walt Disney Co	8/21/2014	120	10,838 42					10,838 42	120	12,506 40		
Walt Disney Co	12/1/2016			15	1,494.91			1,494.91	15	1,563 30		
Wells Fargo & Co New	2/1/2012	200	6,010 55					6,010 55	200	11,022 00		
Wells Fargo & Co New	5/2/2013	80	3,000 14					3,000 14	80	4,408 80		
Zoetis Inc	2/9/2016			125	5,007 51			5,007 51	125	6,691.25		
Zoetis Inc	2/17/2016			135	5,622 67			5,622 67	135	7,226 55		

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part II, Line 10b

Stocks	Date of Acquisition	Beg # of Shares	Cost 12/31/2015	Change Shares	Cost Purchased	Date of Sale	Basis of Sold	Basis 12/31/2016	# Shares 12/31/2016	FMV 12/31/2016	Sale Proceeds	
Equities												
Totals			738,829 95		65,451 75		88,765 76	715,515.94		846,441 54	102,081 53	Sale Proceeds and Cash In Lieu

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV, Line 1a
Short-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
0.125	Range Resources Corp	9/30/2015	9/20/2016	4.63	5.81	(1)
170	LDR Holding Corp Mandato RY Merger	8/13/2015	7/14/2016	6,284.87	6,816.72	(532)
160	LDR Holding Corp Mandato Merger	9/30/2015	7/14/2016	5,915.18	5,634.50	281
35	Precision Castparts	2/24/2015	1/27/2016	8,210.69	7,508.89	702
				-	-	-
Totals				20,415.37	19,965.92	449.45

Fifth Avenue Foundation
EIN 75-1659424
Attachment to Part IV, Line 1b
Long-Term Capital Gain/Loss

Shares	Stocks	Date of Acquisition	Date of Sale	Sale Proceeds	Basis of Sold	Gain/ (Loss)
35	Akamai Technologies	12/26/2013	12/21/2016	$2,368.45	$1,669 12	699
105	Trimble Inc	12/20/2013	12/21/2016	$3,210.48	$3,510.46	(300)
5	Alphabet Inc Class C	12/20/2013	12/21/2016	$3,955.37	$2,735.53	1,220
85	Conoco Phillips	12/20/2013	12/21/2016	$4,393.00	$5,952.75	(1,560)
100	Conoco Phillips	5/2/2013	12/21/2016	$5,168.23	$6,092.85	(925)
30	Citrix Systems Inc	6/17/2014	12/21/2016	$2,753.59	$1,942.69	811
4	Advansix Inc	5/2/2013	10/25/2016	$66.20	$39.03	27
1	Advansix Inc	12/20/2013	10/25/2016	$16.55	$11.88	5
0.8	Advansix Inc	12/20/2013	10/3/2016	$12.02	$9.50	3
275	Penske Automotive Gr	12/20/2013	7/12/2016	$9,131.10	$12,759.60	(3,629)
200	VF Corporation	4/29/2004	7/7/2016	$12,484.14	$3,098.70	9,385
0.5	Fortive Corporation	12/20/2013	7/5/2016	$23.81	$18.21	6
505	EMC Corp Mass	12/20/2013	6/7/2016	$14,154.51	$12,440.11	1,714
0 564	Newell Brands Inc	12/20/2013	4/19/2016	$25.08	$24.93	0
322	Jardend Corp Stock Merger	12/20/2013	4/18/2016	$6,762.00	$550.09	6,212
210	Ebay Inc	3/6/2014	2/1/2016	$4,991.42	$4,878.79	113
115	Merck & Co Inc	1/16/2014	2/17/2016	$5,799.11	$6,034.69	(236)
130	Merck & Co Inc	1/16/2014	2/9/2016	$6,351.10	$6,821.82	(471)
25000	Wells Fargo Bank	5/7/2013	12/15/2016	$25,000.00	$26,419.50	(1,420)
35000	Amgen Incorporate	1/22/2013	6/15/2016	$35,000.00	$36,584.95	(1,585)
40000	Express Scripts	6/21/2012	4/1/2016	$40,133.52	$41,755.40	(1,622)
Totals				$181,799.68	$173,350.60	8,449.08